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SUITE 301  
WASHINGTON, D.C.  
20036

SEP 28 '07 -9 45 AM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
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September 28, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Re: TRIP 4th Funding

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Assignment and Assumption Agreement, dated as of September 27, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement being filed with the Board under Recordation Number 27036-J.

The names and addresses of the parties to the enclosed document are:

Buyer/Assignee: TRIP Rail Leasing LLC  
2525 Stemmons Freeway  
Dallas, Texas 75207

Seller/Assignor: Trinity North American Freight Car, Inc.  
2525 Stemmons Freeway  
Dallas, Texas 75207

Mr. Vernon A. Williams  
September 28, 2007  
Page 2

A description of the railroad equipment covered by the enclosed document is:

542 railcars within the following series:

ICE 010001 – ICE 010250 (inclusive)  
TILX 33350 - TILX 33439 (inclusive)  
TILX 33810 – TILX 33862 (inclusive)  
TILX 54251 – TILX 54370 (except TILX 54368)  
TILX 641148 – TILX 641177 (inclusive)

A short summary of the document to appear in the index is:

Bill of Sale and Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

SEP 28 '07 -9 45 AM

**BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT** SURFACE TRANSPORTATION BOARD

TRINITY NORTH AMERICAN FREIGHT CAR, INC, a Delaware corporation (the "Seller"), in consideration of the Purchase Price set forth on Schedule A and other good and valuable consideration given by TRIP RAIL LEASING LLC, a Delaware limited liability company (the "Buyer"), under the Purchase and Sale Agreement (the "Purchase and Sale Agreement") dated as of August 23, 2007 among the Seller, the Buyer and, TRINITY INDUSTRIES LEASING COMPANY ("TILC") (solely with respect to Sections 2.7, 3.2, 3.3, 3.4, 3.17(y), 3.17(z), 3.19, 4.4 and 6.8), at or before the execution and delivery of these presents, and receipt of which is hereby acknowledged, does hereby (i) grant, bargain, sell, transfer, assign and set over unto the Buyer and its successors and assigns all right, title, and interest of the Seller, in and to (x) certain Railcars set forth on Schedule A and (y) any Leases related thereto set forth on Schedule B and (z) certain other assets set forth on Schedule C and (ii) assign all of its right, title and interest in and to all warranties or representations made or given to the Seller with respect to the Railcars by the manufacturer thereof. The Buyer hereby assumes, and agrees it is unconditionally bound in respect of, as of the date hereof, all duties and obligations of the Seller under the Leases.

To have and to hold all and singular the rights to such Railcars and such Leases to the Buyer and its successors and assigns for their own use and behalf forever.

The Seller hereby warrants to the Buyer and its successors and assigns that, at the time of delivery of such Railcars and the assignment and assumption of such Leases, the Seller has legal and beneficial title thereto and good and lawful right to sell and otherwise convey such Railcars and to assign such Leases, and such Railcars and such Leases are free and clear of all Liens (other than Permitted Liens); provided that the Seller covenants that it will defend forever such title to such Railcars and such Leases against the demands or claims of all Persons whomsoever (including, without limitation, the holders of such Permitted Liens) based on claims arising as a result of, or related or attributable to, acts, events or circumstances occurring prior to the delivery of such Railcars and the assignment of such Leases by the Seller hereunder. Notwithstanding the provisions above and its and the Buyer's intent that the Seller grant, bargain, sell, transfer, assign and set over to the Buyer all right, title and interest of the Seller in such Railcars and such Leases, as a precaution only, in the event of any challenge to this Bill of Sale as being in the nature of an absolute sale or assignment rather than a financing, the Seller hereby also grants the Buyer a security interest in such Railcars and such Leases. Such grant of a security interest does not constitute an admission or acknowledgment that the transactions contemplated by the Purchase and Sale Agreement provide that this Bill of Sale and Assignment Agreement is other than a grant, bargain, sale, transfer, assignment and set over to the Buyer of all right, title and interest of the Seller in such Railcars and such Leases.

Terms used herein with initial capital letters and not otherwise defined shall have the respective meanings given thereto in the Purchase and Sale Agreement.

THIS BILL OF SALE SHALL BE GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE (INCLUDING SECTIONS 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW BUT EXCLUDING, TO THE MAXIMUM EXTENT PERMITTED BY LAW, ALL OTHER CHOICE OF LAW AND CONFLICTS OF LAW RULES). THIS BILL OF SALE HAS BEEN DELIVERED IN THE STATE OF NEW YORK.

\* \* \*

IN WITNESS WHEREOF, the Seller and the Buyer have caused this instrument to be executed in its name, by a duly authorized officer on the 27<sup>th</sup> day of September, 2007.

TRINITY NORTH AMERICAN FREIGHT  
CAR, INC

By: 

Name: Martin Graham

Title: President

TRIP RAIL LEASING LLC

By: TRIP Rail Holdings LLC, its Managing  
Member

By: Trinity Industries Leasing Company,  
its Manager

By: 

Name: Eric Marchetto

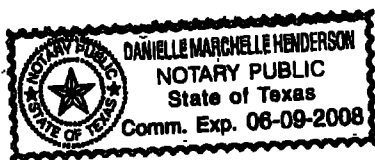
Title: Vice President

ACKNOWLEDGMENT

STATE OF Texas )  
COUNTY OF Dallas )

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Martin Graham, who upon oath, acknowledged himself to be a President of TRINITY NORTH AMERICAN FREIGHT CAR, INC, a Delaware corporation, and that s/he as such officer being authorized to do so, executed the foregoing Bill of Sale and Assignment and Assumption agreement for the purposes therein contained by signing the name of the corporation by her/himself as such officer of TRINITY NORTH AMERICAN FREIGHT CAR, INC.

WITNESS my hand and official seal this 27<sup>th</sup> day of September, 2007.



Danielle Henderson  
Notary Public

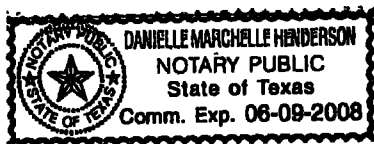
MY COMMISSION EXPIRES: 6/9/08

ACKNOWLEDGMENT

STATE OF Texas )  
COUNTY OF Dallas )

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Eric Marchetto, who upon oath, acknowledged himself to be a Vice President of TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation, the manager of TRIP Rail Holdings LLC, a Delaware limited liability company, which is the managing member of TRIP Rail Leasing LLC, a Delaware limited liability company, and that s/he as such officer being authorized to do so, executed the foregoing Bill of Sale and Assignment and Assumption agreement for the purposes therein contained by signing the name of the Delaware corporation by her/himself as such officer of TRINITY INDUSTRIES LEASING COMPANY.

WITNESS my hand and official seal this 27<sup>th</sup> day of September, 2007.



Danielle Henderson  
Notary Public

MY COMMISSION EXPIRES: 6/9/08

**SCHEDULE A  
to Bill of Sale and Assignment  
and Assumption Agreement**

**RAILCARS; IDENTIFICATION MARKS; RUNNING NUMBERS;  
PURCHASE AMOUNT<sup>1</sup>**

**[see attached]**

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<sup>1</sup> **Purchase Amount:** The parties consider the Purchase Price confidential and it is omitted from any filing of this Bill of Sale and Assignment and Assumption Agreement with the Surface Transportation Board or the Office of the Registrar General of Canada.

**TRIP RAIL LEASING LLC**  
**Close 4**

**Schedule I**

<b><u>ID</u></b>	<b><u>Asset Mark</u></b>	<b><u>Lessee Number</u></b>	<b><u>Invoice Date</u></b>	<b><u>Car Type</u></b>
1	TILX641148	41798	August-07	Freight
2	TILX641149	41798	August-07	Freight
3	TILX641150	41798	August-07	Freight
4	TILX641151	41798	August-07	Freight
5	TILX641152	41798	August-07	Freight
6	TILX641153	41798	August-07	Freight
7	TILX641154	41798	August-07	Freight
8	TILX641155	41798	August-07	Freight
9	TILX641156	41798	August-07	Freight
10	TILX641157	41798	August-07	Freight
11	TILX641158	41798	August-07	Freight
12	TILX641159	41798	August-07	Freight
13	TILX641160	41798	August-07	Freight
14	TILX641161	41798	August-07	Freight
15	TILX641162	41798	August-07	Freight
16	TILX641163	41798	August-07	Freight
17	TILX641164	41798	August-07	Freight
18	TILX641165	41798	August-07	Freight
19	TILX641166	41798	August-07	Freight
20	TILX641167	41798	August-07	Freight
21	TILX641168	41798	August-07	Freight
22	TILX641169	41798	August-07	Freight
23	TILX641170	41798	August-07	Freight
24	TILX641171	41798	August-07	Freight
25	TILX641172	41798	August-07	Freight
26	TILX641173	41798	August-07	Freight
27	TILX641174	41798	August-07	Freight
28	TILX641175	41798	August-07	Freight
29	TILX641176	41798	August-07	Freight
30	TILX641177	41798	August-07	Freight
31	TILX54251	7005	August-07	Freight
32	TILX54252	7005	August-07	Freight
33	TILX54253	7005	August-07	Freight
34	TILX54254	7005	August-07	Freight
35	TILX54255	7005	August-07	Freight
36	TILX54256	7005	August-07	Freight
37	TILX54257	7005	August-07	Freight
38	TILX54258	7005	August-07	Freight
39	TILX54259	7005	August-07	Freight
40	TILX54260	7005	August-07	Freight
41	TILX54261	7005	August-07	Freight
42	TILX54262	7005	August-07	Freight
43	TILX54263	7005	August-07	Freight
44	TILX54264	7005	August-07	Freight
45	TILX54265	7005	August-07	Freight
46	TILX54266	7005	August-07	Freight

**TRIP RAIL LEASING LLC****Close 4****Schedule I**

<b><u>ID</u></b>	<b><u>Asset Mark</u></b>	<b><u>Lessee Number</u></b>	<b><u>Invoice Date</u></b>	<b><u>Car Type</u></b>
47	TILX54267	7005	August-07	Freight
48	TILX54268	7005	August-07	Freight
49	TILX54269	7005	August-07	Freight
50	TILX54270	7005	August-07	Freight
51	TILX54271	7005	August-07	Freight
52	TILX54272	7005	August-07	Freight
53	TILX54273	7005	August-07	Freight
54	TILX54274	7005	August-07	Freight
55	TILX54275	7005	August-07	Freight
56	TILX54276	7005	August-07	Freight
57	TILX54277	7005	August-07	Freight
58	TILX54278	7005	August-07	Freight
59	TILX54279	7005	August-07	Freight
60	TILX54280	7005	August-07	Freight
61	TILX54281	7005	August-07	Freight
62	TILX54282	7005	August-07	Freight
63	TILX54283	7005	August-07	Freight
64	TILX54284	7005	August-07	Freight
65	TILX54285	7005	August-07	Freight
66	TILX54286	7005	August-07	Freight
67	TILX54287	7005	August-07	Freight
68	TILX54288	7005	August-07	Freight
69	TILX54289	7005	August-07	Freight
70	TILX54290	7005	August-07	Freight
71	TILX54291	7005	August-07	Freight
72	TILX54292	7005	August-07	Freight
73	TILX54293	7005	August-07	Freight
74	TILX54294	7005	August-07	Freight
75	TILX54295	7005	August-07	Freight
76	TILX54296	7005	August-07	Freight
77	TILX54297	7005	August-07	Freight
78	TILX54298	7005	August-07	Freight
79	TILX54299	7005	August-07	Freight
80	TILX54300	7005	September-07	Freight
81	TILX54301	7005	September-07	Freight
82	TILX54302	7005	September-07	Freight
83	TILX54303	7005	September-07	Freight
84	TILX54304	7005	September-07	Freight
85	TILX54305	7005	September-07	Freight
86	TILX54306	7005	September-07	Freight
87	TILX54307	7005	September-07	Freight
88	TILX54308	7005	September-07	Freight
89	TILX54309	7005	September-07	Freight
90	TILX54310	7005	September-07	Freight
91	TILX54311	7005	September-07	Freight
92	TILX54312	7005	September-07	Freight



**TRIP RAIL LEASING LLC****Close 4****Schedule I**

<b><u>ID</u></b>	<b><u>Asset Mark</u></b>	<b><u>Lessee Number</u></b>	<b><u>Invoice Date</u></b>	<b><u>Car Type</u></b>
93	TILX54313	7005	September-07	Freight
94	TILX54314	7005	September-07	Freight
95	TILX54315	7005	September-07	Freight
96	TILX54316	7005	September-08	Freight
97	TILX54317	7005	September-07	Freight
98	TILX54318	7005	September-07	Freight
99	TILX54319	7005	September-07	Freight
100	TILX54320	7005	September-07	Freight
101	TILX54321	7005	September-07	Freight
102	TILX54322	7005	September-07	Freight
103	TILX54323	7005	September-07	Freight
104	TILX54324	7005	September-07	Freight
105	TILX54325	7005	September-07	Freight
106	TILX54326	7005	September-07	Freight
107	TILX54327	7005	September-07	Freight
108	TILX54328	7005	September-07	Freight
109	TILX54329	7005	September-07	Freight
110	TILX54330	7005	September-07	Freight
111	TILX54331	7005	September-07	Freight
112	TILX54332	7005	September-07	Freight
113	TILX54333	7005	September-07	Freight
114	TILX54334	7005	September-07	Freight
115	TILX54335	7005	September-07	Freight
116	TILX54336	7005	September-07	Freight
117	TILX54337	7005	September-07	Freight
118	TILX54338	7005	September-07	Freight
119	TILX54339	7005	September-07	Freight
120	TILX54340	7005	September-07	Freight
121	TILX54341	7005	September-07	Freight
122	TILX54342	7005	September-07	Freight
123	TILX54343	7005	September-07	Freight
124	TILX54344	7005	September-07	Freight
125	TILX54345	7005	September-07	Freight
126	TILX54346	7005	September-07	Freight
127	TILX54347	7005	September-07	Freight
128	TILX54348	7005	September-07	Freight
129	TILX54349	7005	September-07	Freight
130	TILX54350	7005	September-07	Freight
131	TILX54351	7005	September-07	Freight
132	TILX54352	7005	September-07	Freight
133	TILX54353	7005	September-07	Freight
134	TILX54354	7005	September-07	Freight
135	TILX54355	7005	September-07	Freight
136	TILX54356	7005	September-07	Freight
137	TILX54357	7005	September-07	Freight
138	TILX54358	7005	September-07	Freight

**TRIP RAIL LEASING LLC****Close 4****Schedule I**

<b><u>ID</u></b>	<b><u>Asset Mark</u></b>	<b><u>Lessee Number</u></b>	<b><u>Invoice Date</u></b>	<b><u>Car Type</u></b>
139	TILX54359	7005	September-07	Freight
140	TILX54360	7005	September-07	Freight
141	TILX54361	7005	September-07	Freight
142	TILX54362	7005	September-07	Freight
143	TILX54363	7005	September-07	Freight
144	TILX54364	7005	September-07	Freight
145	TILX54365	7005	September-07	Freight
146	TILX54366	7005	September-07	Freight
147	TILX54367	7005	September-07	Freight
148	TILX54369	7005	September-07	Freight
149	TILX54370	7005	September-07	Freight
150	ICE010001	41558	July-07	Freight
151	ICE010002	41558	July-07	Freight
152	ICE010003	41558	July-07	Freight
153	ICE010004	41558	July-07	Freight
154	ICE010005	41558	July-07	Freight
155	ICE010006	41558	July-07	Freight
156	ICE010007	41558	July-07	Freight
157	ICE010008	41558	July-07	Freight
158	ICE010009	41558	July-07	Freight
159	ICE010010	41558	July-07	Freight
160	ICE010011	41558	July-07	Freight
161	ICE010012	41558	July-07	Freight
162	ICE010013	41558	July-07	Freight
163	ICE010014	41558	July-07	Freight
164	ICE010015	41558	July-07	Freight
165	ICE010016	41558	July-07	Freight
166	ICE010017	41558	July-07	Freight
167	ICE010018	41558	July-07	Freight
168	ICE010019	41558	July-07	Freight
169	ICE010020	41558	July-07	Freight
170	ICE010021	41558	July-07	Freight
171	ICE010022	41558	July-07	Freight
172	ICE010023	41558	July-07	Freight
173	ICE010024	41558	July-07	Freight
174	ICE010025	41558	July-07	Freight
175	ICE010026	41558	July-07	Freight
176	ICE010027	41558	July-07	Freight
177	ICE010028	41558	July-07	Freight
178	ICE010029	41558	July-07	Freight
179	ICE010030	41558	July-07	Freight
180	ICE010031	41558	July-07	Freight
181	ICE010032	41558	July-07	Freight
182	ICE010033	41558	July-07	Freight
183	ICE010034	41558	July-07	Freight
184	ICE010035	41558	July-07	Freight

**TRIP RAIL LEASING LLC****Close 4****Schedule I**

<b><u>ID</u></b>	<b><u>Asset Mark</u></b>	<b><u>Lessee Number</u></b>	<b><u>Invoice Date</u></b>	<b><u>Car Type</u></b>
185	ICE010036	41558	July-07	Freight
186	ICE010037	41558	July-07	Freight
187	ICE010038	41558	July-07	Freight
188	ICE010039	41558	July-07	Freight
189	ICE010040	41558	July-07	Freight
190	ICE010041	41558	July-07	Freight
191	ICE010042	41558	July-07	Freight
192	ICE010043	41558	July-07	Freight
193	ICE010044	41558	July-07	Freight
194	ICE010045	41558	July-07	Freight
195	ICE010046	41558	July-07	Freight
196	ICE010047	41558	July-07	Freight
197	ICE010048	41558	July-07	Freight
198	ICE010049	41558	July-07	Freight
199	ICE010050	41558	July-07	Freight
200	ICE010051	41558	July-07	Freight
201	ICE010052	41558	July-07	Freight
202	ICE010053	41558	July-07	Freight
203	ICE010054	41558	July-07	Freight
204	ICE010055	41558	July-07	Freight
205	ICE010056	41558	July-07	Freight
206	ICE010057	41558	July-07	Freight
207	ICE010058	41558	July-07	Freight
208	ICE010059	41558	July-07	Freight
209	ICE010060	41558	July-07	Freight
210	ICE010061	41558	July-07	Freight
211	ICE010062	41558	July-07	Freight
212	ICE010063	41558	July-07	Freight
213	ICE010064	41558	July-07	Freight
214	ICE010065	41558	July-07	Freight
215	ICE010066	41558	July-07	Freight
216	ICE010067	41558	July-07	Freight
217	ICE010068	41558	July-07	Freight
218	ICE010069	41558	July-07	Freight
219	ICE010070	41558	July-07	Freight
220	ICE010071	41558	July-07	Freight
221	ICE010072	41558	July-07	Freight
222	ICE010073	41558	July-07	Freight
223	ICE010074	41558	July-07	Freight
224	ICE010075	41558	July-07	Freight
225	ICE010076	41558	July-07	Freight
226	ICE010077	41558	July-07	Freight
227	ICE010078	41558	July-07	Freight
228	ICE010079	41558	July-07	Freight
229	ICE010080	41558	July-07	Freight
230	ICE010081	41558	July-07	Freight

**TRIP RAIL LEASING LLC****Close 4****Schedule I**

<b><u>ID</u></b>	<b><u>Asset Mark</u></b>	<b><u>Lessee Number</u></b>	<b><u>Invoice Date</u></b>	<b><u>Car Type</u></b>
231	ICE010082	41558	July-07	Freight
232	ICE010083	41558	July-07	Freight
233	ICE010084	41558	July-07	Freight
234	ICE010085	41558	July-07	Freight
235	ICE010086	41558	July-07	Freight
236	ICE010087	41558	July-07	Freight
237	ICE010088	41558	July-07	Freight
238	ICE010089	41558	July-07	Freight
239	ICE010090	41558	July-07	Freight
240	ICE010091	41558	July-07	Freight
241	ICE010092	41558	July-07	Freight
242	ICE010093	41558	July-07	Freight
243	ICE010094	41558	July-07	Freight
244	ICE010095	41558	July-07	Freight
245	ICE010096	41558	July-07	Freight
246	ICE010097	41558	July-07	Freight
247	ICE010098	41558	July-07	Freight
248	ICE010099	41558	July-07	Freight
249	ICE010100	41558	July-07	Freight
250	ICE010101	41558	July-07	Freight
251	ICE010102	41558	July-07	Freight
252	ICE010103	41558	July-07	Freight
253	ICE010104	41558	July-07	Freight
254	ICE010105	41558	July-07	Freight
255	ICE010106	41558	July-07	Freight
256	ICE010107	41558	July-07	Freight
257	ICE010108	41558	July-07	Freight
258	ICE010109	41558	July-07	Freight
259	ICE010110	41558	July-07	Freight
260	ICE010111	41558	July-07	Freight
261	ICE010112	41558	July-07	Freight
262	ICE010113	41558	July-07	Freight
263	ICE010114	41558	July-07	Freight
264	ICE010115	41558	July-07	Freight
265	ICE010116	41558	July-07	Freight
266	ICE010117	41558	July-07	Freight
267	ICE010118	41558	July-07	Freight
268	ICE010119	41558	July-07	Freight
269	ICE010120	41558	July-07	Freight
270	ICE010121	41558	July-07	Freight
271	ICE010122	41558	July-07	Freight
272	ICE010123	41558	July-07	Freight
273	ICE010124	41558	July-07	Freight
274	ICE010125	41558	July-07	Freight
275	ICE010126	41558	July-07	Freight
276	ICE010127	41558	July-07	Freight

**TRIP RAIL LEASING LLC****Close 4****Schedule I**

<b><u>ID</u></b>	<b><u>Asset Mark</u></b>	<b><u>Lessee Number</u></b>	<b><u>Invoice Date</u></b>	<b><u>Car Type</u></b>
277	ICE010128	41558	July-07	Freight
278	ICE010129	41558	July-07	Freight
279	ICE010130	41558	July-07	Freight
280	ICE010131	41558	July-07	Freight
281	ICE010132	41558	July-07	Freight
282	ICE010133	41558	July-07	Freight
283	ICE010134	41558	July-07	Freight
284	ICE010135	41558	July-07	Freight
285	ICE010136	41558	July-07	Freight
286	ICE010137	41558	July-07	Freight
287	ICE010138	41558	July-07	Freight
288	ICE010139	41558	July-07	Freight
289	ICE010140	41558	July-07	Freight
290	ICE010141	41558	July-07	Freight
291	ICE010142	41558	July-07	Freight
292	ICE010143	41558	July-07	Freight
293	ICE010144	41558	July-07	Freight
294	ICE010145	41558	July-07	Freight
295	ICE010146	41558	July-07	Freight
296	ICE010147	41558	July-07	Freight
297	ICE010148	41558	July-07	Freight
298	ICE010149	41558	July-07	Freight
299	ICE010150	41558	July-07	Freight
300	ICE010151	41558	July-07	Freight
301	ICE010152	41558	July-07	Freight
302	ICE010153	41558	July-07	Freight
303	ICE010154	41558	July-07	Freight
304	ICE010155	41558	July-07	Freight
305	ICE010156	41558	July-07	Freight
306	ICE010157	41558	July-07	Freight
307	ICE010158	41558	July-07	Freight
308	ICE010159	41558	July-07	Freight
309	ICE010160	41558	July-07	Freight
310	ICE010161	41558	July-07	Freight
311	ICE010162	41558	July-07	Freight
312	ICE010163	41558	July-07	Freight
313	ICE010164	41558	July-07	Freight
314	ICE010165	41558	July-07	Freight
315	ICE010166	41558	July-07	Freight
316	ICE010167	41558	July-07	Freight
317	ICE010168	41558	July-07	Freight
318	ICE010169	41558	July-07	Freight
319	ICE010170	41558	July-07	Freight
320	ICE010171	41558	July-07	Freight
321	ICE010172	41558	July-07	Freight
322	ICE010173	41558	July-07	Freight

**TRIP RAIL LEASING LLC****Close 4****Schedule I**

<b><u>ID</u></b>	<b><u>Asset Mark</u></b>	<b><u>Lessee Number</u></b>	<b><u>Invoice Date</u></b>	<b><u>Car Type</u></b>
323	ICE010174	41558	July-07	Freight
324	ICE010175	41558	July-07	Freight
325	ICE010176	41558	July-07	Freight
326	ICE010177	41558	July-07	Freight
327	ICE010178	41558	July-07	Freight
328	ICE010179	41558	July-07	Freight
329	ICE010180	41558	July-07	Freight
330	ICE010181	41558	July-07	Freight
331	ICE010182	41558	July-07	Freight
332	ICE010183	41558	July-07	Freight
333	ICE010184	41558	July-07	Freight
334	ICE010185	41558	July-07	Freight
335	ICE010186	41558	July-07	Freight
336	ICE010187	41558	July-07	Freight
337	ICE010188	41558	July-07	Freight
338	ICE010189	41558	July-07	Freight
339	ICE010190	41558	July-07	Freight
340	ICE010191	41558	July-07	Freight
341	ICE010192	41558	July-07	Freight
342	ICE010193	41558	July-07	Freight
343	ICE010194	41558	July-07	Freight
344	ICE010195	41558	July-07	Freight
345	ICE010196	41558	July-07	Freight
346	ICE010197	41558	July-07	Freight
347	ICE010198	41558	July-07	Freight
348	ICE010199	41558	July-07	Freight
349	ICE010200	41558	July-07	Freight
350	ICE010201	41558	July-07	Freight
351	ICE010202	41558	July-07	Freight
352	ICE010203	41558	July-07	Freight
353	ICE010204	41558	July-07	Freight
354	ICE010205	41558	July-07	Freight
355	ICE010206	41558	July-07	Freight
356	ICE010207	41558	July-07	Freight
357	ICE010208	41558	July-07	Freight
358	ICE010209	41558	July-07	Freight
359	ICE010210	41558	July-07	Freight
360	ICE010211	41558	July-07	Freight
361	ICE010212	41558	July-07	Freight
362	ICE010213	41558	July-07	Freight
363	ICE010214	41558	July-07	Freight
364	ICE010215	41558	July-07	Freight
365	ICE010216	41558	July-07	Freight
366	ICE010217	41558	July-07	Freight
367	ICE010218	41558	July-07	Freight
368	ICE010219	41558	July-07	Freight

**TRIP RAIL LEASING LLC****Close 4****Schedule I**

<b><u>ID</u></b>	<b><u>Asset Mark</u></b>	<b><u>Lessee Number</u></b>	<b><u>Invoice Date</u></b>	<b><u>Car Type</u></b>
369	ICE010220	41558	July-07	Freight
370	ICE010221	41558	July-07	Freight
371	ICE010222	41558	July-07	Freight
372	ICE010223	41558	July-07	Freight
373	ICE010224	41558	July-07	Freight
374	ICE010225	41558	July-07	Freight
375	ICE010226	41558	July-07	Freight
376	ICE010227	41558	July-07	Freight
377	ICE010228	41558	July-07	Freight
378	ICE010229	41558	July-07	Freight
379	ICE010230	41558	July-07	Freight
380	ICE010231	41558	July-07	Freight
381	ICE010232	41558	July-07	Freight
382	ICE010233	41558	July-07	Freight
383	ICE010234	41558	July-07	Freight
384	ICE010235	41558	July-07	Freight
385	ICE010236	41558	July-07	Freight
386	ICE010237	41558	July-07	Freight
387	ICE010238	41558	July-07	Freight
388	ICE010239	41558	July-07	Freight
389	ICE010240	41558	July-07	Freight
390	ICE010241	41558	July-07	Freight
391	ICE010242	41558	July-07	Freight
392	ICE010243	41558	July-07	Freight
393	ICE010244	41558	July-07	Freight
394	ICE010245	41558	July-07	Freight
395	ICE010246	41558	July-07	Freight
396	ICE010247	41558	July-07	Freight
397	ICE010248	41558	July-07	Freight
398	ICE010249	41558	July-07	Freight
399	ICE010250	41558	July-07	Freight
400	TILX33350	18308	July-07	Freight
401	TILX33351	18308	July-07	Freight
402	TILX33352	18308	July-07	Freight
403	TILX33353	18308	July-07	Freight
404	TILX33354	18308	July-07	Freight
405	TILX33355	18308	July-07	Freight
406	TILX33356	18308	July-07	Freight
407	TILX33357	18308	July-07	Freight
408	TILX33358	18308	July-07	Freight
409	TILX33359	18308	July-07	Freight
410	TILX33360	18308	July-07	Freight
411	TILX33361	18308	July-07	Freight
412	TILX33362	18308	July-07	Freight
413	TILX33363	18308	July-07	Freight
414	TILX33364	18308	July-07	Freight

**TRIP RAIL LEASING LLC****Close 4****Schedule I**

<b><u>ID</u></b>	<b><u>Asset Mark</u></b>	<b><u>Lessee Number</u></b>	<b><u>Invoice Date</u></b>	<b><u>Car Type</u></b>
415	TILX33365	18308	July-07	Freight
416	TILX33366	18308	July-07	Freight
417	TILX33367	18308	July-07	Freight
418	TILX33368	18308	July-07	Freight
419	TILX33369	18308	July-07	Freight
420	TILX33370	18308	July-07	Freight
421	TILX33371	18308	July-07	Freight
422	TILX33372	18308	July-07	Freight
423	TILX33373	18308	July-07	Freight
424	TILX33374	18308	July-07	Freight
425	TILX33375	18308	July-07	Freight
426	TILX33376	18308	July-07	Freight
427	TILX33377	18308	July-07	Freight
428	TILX33378	18308	July-07	Freight
429	TILX33379	18308	July-07	Freight
430	TILX33380	18308	July-07	Freight
431	TILX33381	18308	July-07	Freight
432	TILX33382	18308	July-07	Freight
433	TILX33383	18308	July-07	Freight
434	TILX33384	18308	July-07	Freight
435	TILX33385	18308	July-07	Freight
436	TILX33386	18308	July-07	Freight
437	TILX33387	18308	July-07	Freight
438	TILX33388	18308	July-07	Freight
439	TILX33389	18308	July-07	Freight
440	TILX33390	18308	July-07	Freight
441	TILX33391	18308	July-07	Freight
442	TILX33392	18308	July-07	Freight
443	TILX33393	18308	July-07	Freight
444	TILX33394	18308	July-07	Freight
445	TILX33395	18308	July-07	Freight
446	TILX33396	18308	July-07	Freight
447	TILX33397	18308	July-07	Freight
448	TILX33398	18308	July-07	Freight
449	TILX33399	18308	July-07	Freight
450	TILX33400	18308	July-07	Freight
451	TILX33401	18308	July-07	Freight
452	TILX33402	18308	July-07	Freight
453	TILX33403	18308	July-07	Freight
454	TILX33404	18308	July-07	Freight
455	TILX33405	18308	August-07	Freight
456	TILX33406	18308	August-07	Freight
457	TILX33407	18308	August-07	Freight
458	TILX33408	18308	August-07	Freight
459	TILX33409	18308	August-07	Freight
460	TILX33410	18308	August-07	Freight



**TRIP RAIL LEASING LLC****Close 4****Schedule I**

<b><u>ID</u></b>	<b><u>Asset Mark</u></b>	<b><u>Lessee Number</u></b>	<b><u>Invoice Date</u></b>	<b><u>Car Type</u></b>
461	TILX33411	18308	August-07	Freight
462	TILX33412	18308	August-07	Freight
463	TILX33413	18308	August-07	Freight
464	TILX33414	18308	August-07	Freight
465	TILX33415	18308	August-07	Freight
466	TILX33416	18308	August-07	Freight
467	TILX33417	18308	August-07	Freight
468	TILX33418	18308	August-07	Freight
469	TILX33419	18308	August-07	Freight
470	TILX33420	18308	August-07	Freight
471	TILX33421	18308	August-07	Freight
472	TILX33422	18308	August-07	Freight
473	TILX33423	18308	August-07	Freight
474	TILX33424	18308	August-07	Freight
475	TILX33425	18308	August-07	Freight
476	TILX33426	18308	August-07	Freight
477	TILX33427	18308	August-07	Freight
478	TILX33428	18308	August-07	Freight
479	TILX33429	18308	August-07	Freight
480	TILX33430	18308	August-07	Freight
481	TILX33431	18308	August-07	Freight
482	TILX33432	18308	August-07	Freight
483	TILX33433	18308	August-07	Freight
484	TILX33434	18308	August-07	Freight
485	TILX33435	18308	August-07	Freight
486	TILX33436	18308	August-07	Freight
487	TILX33437	18308	August-07	Freight
488	TILX33438	18308	August-07	Freight
489	TILX33439	18308	August-07	Freight
490	TILX33810	18308	September-07	Freight
491	TILX33811	18308	September-07	Freight
492	TILX33812	18308	September-07	Freight
493	TILX33813	18308	September-07	Freight
494	TILX33814	18308	September-07	Freight
495	TILX33815	18308	September-07	Freight
496	TILX33816	18308	September-07	Freight
497	TILX33817	18308	September-07	Freight
498	TILX33818	18308	September-07	Freight
499	TILX33819	18308	September-07	Freight
500	TILX33820	18308	September-07	Freight
501	TILX33821	18308	September-07	Freight
502	TILX33822	18308	September-07	Freight
503	TILX33823	18308	September-07	Freight
504	TILX33824	18308	September-07	Freight
505	TILX33825	18308	September-07	Freight
506	TILX33826	18308	September-07	Freight

**TRIP RAIL LEASING LLC****Close 4****Schedule I**

<b><u>ID</u></b>	<b><u>Asset Mark</u></b>	<b><u>Lessee Number</u></b>	<b><u>Invoice Date</u></b>	<b><u>Car Type</u></b>
507	TILX33827	18308	September-07	Freight
508	TILX33828	18308	September-07	Freight
509	TILX33829	18308	September-07	Freight
510	TILX33830	18308	September-07	Freight
511	TILX33831	18308	September-07	Freight
512	TILX33832	18308	September-07	Freight
513	TILX33833	18308	September-07	Freight
514	TILX33834	18308	September-07	Freight
515	TILX33835	18308	September-07	Freight
516	TILX33836	18308	September-07	Freight
517	TILX33837	18308	September-07	Freight
518	TILX33838	18308	September-07	Freight
519	TILX33839	18308	September-07	Freight
520	TILX33840	18308	September-07	Freight
521	TILX33841	18308	September-07	Freight
522	TILX33842	18308	September-07	Freight
523	TILX33843	18308	September-07	Freight
524	TILX33844	18308	September-07	Freight
525	TILX33845	18308	September-07	Freight
526	TILX33846	18308	September-07	Freight
527	TILX33847	18308	September-07	Freight
528	TILX33848	18308	September-07	Freight
529	TILX33849	18308	September-07	Freight
530	TILX33850	18308	September-07	Freight
531	TILX33851	18308	September-07	Freight
532	TILX33852	18308	September-07	Freight
533	TILX33853	18308	September-07	Freight
534	TILX33854	18308	September-07	Freight
535	TILX33855	18308	September-07	Freight
536	TILX33856	18308	September-07	Freight
537	TILX33857	18308	September-07	Freight
538	TILX33858	18308	September-07	Freight
539	TILX33859	18308	September-07	Freight
540	TILX33860	18308	September-07	Freight
541	TILX33861	18308	September-07	Freight
542	TILX33862	18308	September-07	Freight

**SCHEDULE B**  
**to Bill of Sale and Assignment**  
**and Assumption Agreement**

**LEASES**

**[see attached]**

## **Leases**

1. Thirty (30) units identified with marks TILX 641148-641177 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated August 21, 2007 between Trinity Industries Leasing Company and Little Sioux Corn Processors, LLP.
2. Fifty (50) units identified with marks TILX 54251-54300 leased pursuant to Rider Four (4) to that certain Railroad Car Lease Agreement dated November 14, 2006 between Trinity Industries Leasing Company and Louis Dreyfus Corporation.
3. Fifty (50) units identified with marks TILX 54301-54350 leased pursuant to Rider Five (5) to that certain Railroad Car Lease Agreement dated November 14, 2006 between Trinity Industries Leasing Company and Louis Dreyfus Corporation.
4. Nineteen (19) units identified with marks TILX 54351-54370 leased pursuant to Rider Six (6) to that certain Railroad Car Lease Agreement dated November 14, 2006 between Trinity Industries Leasing Company and Louis Dreyfus Corporation.
5. Two hundred fifty (250) units identified with marks ICE 10001-10250 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated July 26, 2007 between Trinity Industries Leasing Company and Pattison Sand Company, LLC.
6. One hundred forty three (143) units identified with marks TILX 33350-33439 and TILX 33810-33862 leased pursuant to Rider Four (4) to that certain Railroad Car Lease Agreement dated March 27, 2003 between Trinity Industries Leasing Company and TXI Operations, LP.

**SCHEDULE C**


**OTHER TRANSFERRED ASSETS**

None

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 9/28/07

  
\_\_\_\_\_  
Robert W. Alvord